

FLEX LTD.

GUIDELINES WITH REGARD TO CERTAIN GOVERNANCE MATTERS

(as Amended Through August 28, 2014)

The Board of Directors of Flex Ltd. (the “*Company*”) has adopted these guidelines and policies with regard to certain governance matters. The Board has full authority to interpret or amend the guidelines and policies set forth herein.

I. Director Independence Guidelines

A. Introduction

The Board believes that it is important for investors to have confidence that individuals serving as independent directors do not have any relationships with the Company that would impair their independence. The Company will disclose in its annual proxy statement those directors that the Board has determined to be independent. The Board has established these Director Independence Standards to assist it in determining director independence. In applying these Standards, the Board will broadly consider all relevant facts and circumstances in making an independence determination for each independent director.

B. Majority of Independent Directors; Definition of Independent Director

It is the Company’s policy that its Board consist of a majority of independent directors. A director shall be an "independent director" if the director is not an Executive Officer or employee of the Company and the Board has determined that the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons shall not be considered “*independent*”:

- a director who is, or at any time during the past three (3) years was, employed by the Company;
- a director who accepted or who has a Family Member who accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the three (3) years preceding the determination of independence, other than the following:
 - ~ compensation for Board or Board Committee service;
 - ~ compensation paid to a Family Member who is an employee (other than an Executive Officer) of the Company; or
 - ~ benefits under a tax-qualified retirement plan, or non-discretionary compensation;

- a director who is a Family Member of an individual who is, or at any time during the past three (3) years was, employed by the Company as an Executive Officer;
- a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an Executive Officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three (3) fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - ~ payments arising solely from investments in the Company's securities; or
 - ~ payments under non-discretionary charitable contribution matching programs;
- a director who is, or has a Family Member who is, employed as an Executive Officer of another entity where at any time during the past three (3) years any of the Executive Officers of the Company served on the compensation committee of such other entity; or
- a director who is, or has a Family Member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three (3) years.

“*Company*” includes any consolidated subsidiary of the Company. “*Executive Officer*” means those officers covered in SEC Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended.

“*Family Member*” means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home.

The three (3) year periods are measured as provided in Nasdaq IM-5605, *Definition of Independence – Rule 5605(a)(2)*. All other provisions of IM 5605 are applied in interpreting the scope of the foregoing relationships.

C. Additional Criteria for Determining Independence

Under the Company’s Statement of Policy with respect to Related Person Transactions, the Company’s Nominating and Corporate Governance Committee reviews and approves any transactions, subject to certain exceptions, involving the Company in which any director may have a direct or indirect interest. The Board has determined that any relationships reviewed by the Nominating and Corporate Governance Committee, and determined not to be subject to disclosure under Item 404(a) of Regulation S-K, as well as transactions that are excluded from review and approval, under the Statement of Policy with Respect to Related Person Transactions, are not material and shall not affect the determination of whether a director is independent, unless any such relationship falls within any of the disqualifying relationships set forth in the Nasdaq Stock Market Listing Standards or in Section B of these Director Independence Standards.

The ownership by a director of a significant amount of the Company's securities is not in and of itself a bar to an independence determination but rather one factor that the Board will consider.

D. Additional Independence Requirements for Members of the Audit and Compensation Committees

1. Audit Committee

In addition to satisfying the independence standards set forth above, each director who is a member of the Company's Audit Committee may not, other than in his or her capacity as a member of the Audit Committee, the Board, or any other Board Committee:

- receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary, provided that, unless the rules of the Nasdaq Stock Market provide otherwise, compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company that is not contingent in any way on continued service;
- be an affiliated person (as defined in SEC Rule 10A-3(e)(1)) of the Company or any subsidiary; or
- have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

2. Compensation Committee

In addition to satisfying the independence standards set forth above, each director who is a member of the Company's Compensation Committee may not:

- accept, directly or indirectly, any consulting, advisory or other compensatory fees from the Company or any subsidiary of the Company;
- be an affiliated person of the Company or any subsidiary if the affiliate relationship places the director under the direct or indirect control of the Company or its senior management, or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair the director's ability to make independent judgments about the Company's executive compensation.

In addition, the Board shall make an affirmative determination that each director who will serve on the Compensation Committee is independent. In making this determination, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company (including any controlled or consolidated subsidiary of the Company) which is material to that director's ability to be independent from management in connection with the duties of a Compensation Committee member.

E. Meetings of Independent Directors

The independent directors will have executive sessions at regularly scheduled Board meetings and at such other times as determined by the independent directors.

II. Statement of Policy with Respect to Related Person Transactions

A. Introduction

The Board has adopted this Statement of Policy with Respect to Related Person Transactions (the “*Policy Statement*”) in order to formalize the Company’s policies and procedures for the review, approval or ratification, and disclosure of Related Person Transactions (as defined in Section B), other than Excluded Transactions (as described in Section C). Review, approval, ratification and other determinations may be made by the Nominating and Corporate Governance Committee or by another committee comprised solely of independent directors where the Board of Directors has designated such a committee.

B. Related Person Transactions

A “*Related Person Transaction*” is:

- any transaction, arrangement or relationship (including any financial transaction, such as any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships;
- in which the Company or any of its subsidiaries was or is to be a participant; and
- in which any Related Person had or will have a direct or indirect interest.

For the purposes of this Policy Statement, a “*Related Person*” means any of the following persons:

- any director or nominee for director of the Company;
- any Executive Officer of the Company;
- any Immediate Family Member of any director, nominee for director or Executive Officer of the Company; or
- any beneficial owner of more than 5% of the Company’s outstanding ordinary shares, or any Immediate Family Member of such beneficial owner.

“*Immediate Family Member*” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of the related person, as well as any person (other than a tenant or employee) who shares the same household of the related person.

C. Excluded Transactions

The following transactions (the “*Excluded Transactions*”) shall not be subject to review and approval or ratification under this Policy Statement, shall be deemed to not involve a material transaction, and shall not be subject to disclosure under Item 404(a) of Regulation S-K:

Compensation. Compensation and compensatory arrangements involving directors or Executive Officers and resulting solely from such Board or employment positions, provided that any such compensation or compensatory arrangement is disclosed pursuant to Item 402 of Regulation S-K, or where an Executive Officer is not a named executive officer (as defined in Item 402(a)(3) of Regulation S-K), such Executive Officer is not an Immediate Family Member of another Related Person and such Executive Officer’s compensation has been approved by the Company’s Compensation Committee (and would have been disclosed pursuant to Item 402 of Regulation S-K if such Executive Officer were a named executive officer).

Certain Indirect Interests. Where a Related Person has an interest in a third party which has entered into or proposes to enter into a transaction with the Company and the related person’s interest arises *solely* from one or more of (i) serving as a director of the other entity, and (ii) owning, directly and indirectly, together with all other related persons, in the aggregate, less than a 10% beneficial ownership interest in the entity (other than a partnership).

Reimbursement of Business Expenses. The reimbursement of business expenses in accordance with Company policy.

Broad-Based Benefits. Transactions, arrangements or relationships that are generally available on the same terms to all employees (other than employees who may be excluded due to foreign regulatory or similar reasons).

De Minimis Transactions. Transactions, arrangements or relationships (including any series of similar transactions, arrangements or relationships) which involve less than \$25,000 for any individual related person.

Notwithstanding the above, compensation paid from the Company to directors resulting solely from Board or Board committee service shall be reviewed to the extent necessary to comply with the Compensation Committee independence requirements set forth herein.

D. Approval and Disclosure of Related Person Transactions

The Nominating and Corporate Governance Committee (or other designated committee of independent directors) reviews and approves or ratifies all related person transactions (other than Excluded Transactions), including determining whether a related person has a direct or indirect material interest in a transaction or proposed transaction and whether disclosure is required. Any Related Person Transaction or proposed Related Person Transaction which involves an amount in excess of \$120,000 and in which a Related Person had or will have a direct or indirect material interest will be disclosed in the Company’s filings with the Securities and Exchange Commission.

The Nominating and Corporate Governance Committee (or other designated committee of independent directors) shall consult with the Company’s management and the Office of General

Counsel on questions of whether disclosure is required, as it deems appropriate. In determining whether to approve a related person transaction and whether a related person has a material interest in a transaction, the Nominating and Corporate Governance Committee shall consider all relevant facts and circumstances relating to the transaction.

E. Procedures for Identification of Related Person Transactions

The Company maintains controls and procedures, including this Policy Statement, to ensure that related person transactions are identified and submitted for review and approval or ratification by the Nominating and Corporate Governance Committee (or other designated committee of independent directors).

Related persons should consult with the Office of General Counsel if they have any questions as to whether a transaction is a Related Person Transaction that is subject to this Policy Statement.

F. Singapore Requirements

Notwithstanding the above, Excluded Transactions which do not need review, approval or ratification by the Nominating and Corporate Governance Committee under this Policy Statement for purposes of compliance with U.S. law may be subject to Board notice, review and approval or ratification to the extent necessary to comply with the Singapore Companies Act. Such notice, review and approval or ratification under Singapore law shall in no way affect the analysis in this Policy Statement related to Related Person Transactions or the Director Independence Guidelines in Section I of these Guidelines with Regard to Certain Governance Matters.